Form (2)

Sr. No. 488 - F

Date 9/5/2017

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 1278/2017 Date 9th May 2017

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub-section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter MR. HAN JIANFENG

(b) Citizenship CHINESE

(c) Address NO. 101, BUILDING 6, DONGDU HUAYUAN, ZHANGJIAGANG, JIANGSU, PEOPLE'S REPUBLIC OF CHINA

(d) Name and Address of Principal Organization JIANGSU GUOTAI OVERSEAS TECHNICAL SERVICE CO., LTD. ROOM 308, JINBI MANSION, BEIJING ROAD, ZHANGJIAGANG FREE TRADE ZONE, PEOPLE'S REPUBLIC OF CHINA

(e) Place of incorporation PEOPLE'S REPUBLIC OF CHINA

(f) Type of investment business MANUFACTURING OF GARMENT ON CMP BASIS

(g) Place(s) at which investment is permitted PLOT NO. 138, MYAY TAING BLOCK NO. 49, WARTAYAR INDUSTRIAL ZONE, SHWE PYI THAR TOWNSHIP, YANGON REGION

(h) Amount of Foreign Capital US$ 2.04 MILLION

(i) Period for foreign capital brought in WITHIN TWO YEARS FROM THE DATE OF ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 2.04 MILLION

(k) Construction period 1 YEAR AND 6 MONTHS

(l) Validity of investment permit 50 YEARS

(m) Form of investment WHOLLY FOREIGN OWNED

(n) Name of Company incorporated in Myanmar GUOHUA GLORY COMPANY LIMITED

9.5.17

Chairman

The Myanmar Investment Commission

ပုံစံ (၂)

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
စာအမှတ် ၄၈၈၀
ရက်စွဲ ၉.၅.၂၀၁၇

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
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ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၁၂၇၈/၂၀၁၇ ၂၀၁၇ ခုနှစ် မေလ ၉ ရက်

ပြည်ထောင်စုသမ္မတ မြန်မာနိုင်ငံတော်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ(ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူအမည် MR. HAN JIANFENG

(ခ) နိုင်ငံသား CHINESE

(ဂ) နေရပ်လိပ်စာ NO. 101, BUILDING 6, DONGDU HUAYUAN, ZHANGJIAGANG, JIANGSU, PEOPLE'S REPUBLIC OF CHINA

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ JIANGSU GUOTAI OVERSEAS TECHNICAL SERVICE CO., LTD. ROOM 308, JINBI MANSION, BEIJING ROAD, ZHANGJIAGANG FREE TRADE ZONE, PEOPLE'S REPUBLIC OF CHINA

(င) ဖွဲ့စည်းရာအရပ် PEOPLE'S REPUBLIC OF CHINA

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား CMPစနစ်ဖြင့် အဝတ်အထည်အမျိုးမျိုး ချုပ်လုပ်ခြင်းလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) မြေကွက်အမှတ်-၁၃၈၊ မြေတိုင်းရပ်ကွက်အမှတ်-၄၉၊ ဝါးတစ်ရာစက်မှုဇုန်၊ ရွှေပြည်သာမြို့နယ်၊ ရန်ကုန်တိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း ပမာဏ အမေရိကန်ဒေါ်လာ ၂.၀၄ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ခွင့်ပြုမိန့် ရရှိသည့်နေ့မှ ၂ နှစ်အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၂.၀၄ သန်းနှင့် ညီမျှသော မြန်မာကျပ်ငွေ

(ဋ) တည်ဆောက်မှုကာလ ၁ နှစ်နှင့် ၆ လ

(ဌ) ရင်းနှီးမြှုပ်နှံမှုခွင့်ပြုသည့် သက်တမ်း ၅၀ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ရာခိုင်နှုန်းပြည့် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် GUOHUA GLORY COMPANY LIMITED

9.5.17

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
No.(1), Thitsar Road, Yankin Township, Yangon

Tel: 95-1-658128
Fax:95-1-658141

Our ref :MIC-3/FI-1461/2017(488·F)
Date : 9th May 2017

Subject: Decision of the Myanmar Investment Commission on the Proposal for "Manufacturing of Garment on CMP basis" under the name of "Guohua Glory Company Limited"

Reference: Guohua Glory Company Limited Letter dated (28-12-2016)

1. The Myanmar Investment Commission, at its meeting (6/2017) held on (5-4-2017), had approved that the proposal for investment in "Manufacturing of Garment on CMP basis" under the name of "Guohua Glory Company Limited" submitted by Jiangsu Guotai Overseas Technical Service Co., Ltd. (99.5%) and Jiangsu Guotai International Group Guohua Corp., Ltd. (0.5%) from People's Republic of China as a wholly foreign owned investment.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to Foreign Investment Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 50 (fifty) years and extendable for 10 (ten) years in 2 (two) times commencing from the date of the issuance of Myanmar Investment Commission's permit. The term of the Lease Agreement for Land and Buildings shall be 30(thirty) years commencing from the date of signing of the Lease Agreement between Daw Wai Wai Htwe (Lessor) and Guohua Glory Company Limited (Lessee) and extendable for further term with the negotiation between the Lessor and the Lessee subject to the approval of Myanmar Investment Commission. On the expiry of the lease period for land, Guohua Glory Company Limited shall have to transfer the Leased land and buildings in good condition.

4. The annual rent for the land shall be US$ 15733 (United States Dollar fifteen thousand, seven hundred and thirty-three only) calculated of the total area of the land measuring 14325.884 square metres(3.54acres) out of 12.985 acres.

5. In issuing this "Permit", being applied within the time frame of the Notification No. 123/2016(16-11-2016) issued by the Myanmar Investment Commission, the Commission has granted the following exemptions and reliefs as per Chapter XII, section 27(a), (h), (i) and (k) of Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project:-

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial production;

(b) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business, which are imported as they are actually required for use during the period of construction of business;

(c) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(d) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

6. Guohua Glory Company Limited shall have to sign the Lease Agreement for Land and Buildings with Daw Wai Wai Htwe. After signing the agreement, (5) copies shall have to be forwarded to the Commission.

7. Guohua Glory Company Limited in consultation with the Company Division, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation, Memorandum of Association and Articles of Association shall have to be forwarded to the Commission.

8. Guohua Glory Company Limited shall use its best efforts for timely realization of work stated in the proposal. If none of such work has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

9. Guohua Glory Company Limited has to abide by Chapter X, Rules 58 and 59 of the Foreign Investment Rules for construction period.

10. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension of construction period shall not be allowed more than twice except it is due to unavoidable events such as natural disasters, instabilities, riots, strikes, emergency of State condition, insurgency and outbreak of wars.

11. As per Chapter X, Rule 63 of the Foreign Investment Rules, if Guohua Glory Company Limited cannot construct completely in time the construction period or extension period, the Commission will have to withdraw the permit issued to the investor and there is no refund for the expenses of the project.

12. The investor or promoter shall apply the commencement date of commercial operation with Form (11) for their manufacturing business and report to the Commission in accordance with Foreign Investment Rule 97.

13. Guohua Glory Company Limited shall endeavour to meet the targets for production and export stated on the proposal as the minimum target.

14. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal and also in accordance with Chapter XI, section 24 and section 25 of Foreign Investment Law and Guohua Glory Company Limited has to follow the existing Labour Laws for the recruitment of staffs and labours and for training accordingly on Chapter XIII, Rule 84 of the Foreign Investment Rules.

15. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency.

16. Whenever Guohua Glory Company Limited brings in foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other

than foreign currency in the manner of paragraph 15(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

17. Guohua Glory Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of a citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

18. Guohua Glory Company Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost overrun, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

19. Guohua Glory Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Natural Resources and Environmental Conservation in which to conduct Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity. It shall have to prepare, submit and perform activities in accordance with this EMP and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and procedures.

20. After getting permit from Myanmar Investment Commission, Guohua Glory Company Limited shall have to be registered at the Directorate of Industrial Supervision and Inspection.

21. Guohua Glory Company Limited shall have to abide by the Fire Services Department's rules, regulations, directives and instructions. Moreover, fire

prevention measures shall have to be undertaken such as water storage tank, fire hooks, sand bags, fire extinguishers and provide training to use the fire fighting equipment and also to be appointed the fire safety officer.

22. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc., shall only be made from export earnings (CMP charges) of Guohua Glory Company Limited.

23. Guohua Glory Company Limited in consultation with Myanma Insurance shall effect such types of insurance defined under Chapter XII, Rules 79 and 80 of Foreign Investment Rules.

9.5.17

(Kyaw Win)
Chairman

Guohua Glory Company Limited

cc:
1. Office of the Government of the Republic of the Union of Myanmar
2. Ministry of Home Affairs
3. Ministry of Natural Resources and Environmental Conservation
4. Ministry of Labour, Immigration and Population
5. Ministry of Industry
6. Ministry of Commerce
7. Ministry of Planning & Finance
8. Office of the Yangon Region Government
9. Chairman, CMP Enterprises Supervision Committee
10. Director General, Department of Environmental Conservation
11. Director General, Directorate of Labour
12. Director General, Immigration Department
13. Director General, Directorate of Industrial Supervision and Inspection
14. Director General, Department of Trade
15. Director General, Directorate of Investment and Company Registration
16. Director General, National Archives Department
17. Director General, Customs Department
18. Director General, Internal Revenue Department